

BALL JANIK LLP

A T T O R N E Y S

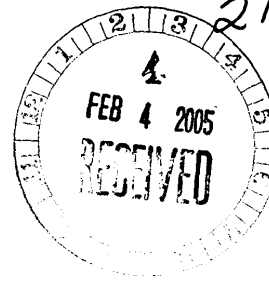
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February 4, 2005

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Room 700  
Washington, D. C. 20423

ENTERED  
Office of Proceedings  
FEB - 4 2005  
Part of  
Public Record

RE: Finance Docket No. 34660, *Georgia Central Railway, L.P.-Acquisition and Operation Exemption-Rail Line of CSX Transportation, Inc. from Macon to East Dublin, GA*

Dear Secretary Williams:

CSX Transportation, Inc. ("CSXT") supports of the Notice of Exemption filed in the above-entitled proceeding by Georgia Central Railway, L.P. ("Georgia Central"), involving a 57.2-mile line of railroad between Macon, GA, milepost SK 0.80, and East Dublin, GA, milepost SK 58.0 (the "Line").

CSXT supports the proposed purchase by Georgia Central of the tracks, rails, ties, ballast, other track materials, switches, crossings, bridges, culverts, crossing warning devices and any and all improvements or fixtures affixed to the Line (the "Improvements") and the continued lease of the underlying real property (the "Real Property") by Georgia Central. CSXT and Georgia Central are involved in negotiations, which CSXT is confident will result in agreement.

In footnote 1 to the Notice of Exemption Georgia Central questions whether the Surface Transportation Board (the "Board") has jurisdiction over the purchase of the Improvements on the Line and the through the purchase, the elimination of CSXT's common carrier obligation over the Line (the "Transaction"). It is CSXT's position that the Transaction is subject to the Board's jurisdiction.

As lessor of the Improvements, CSXT had a residual common carrier obligation in the event Georgia Central stopped providing service on the Line, for whatever reason, or the lease terminated. As a result of the Transaction, CSXT will no longer have any obligations over the

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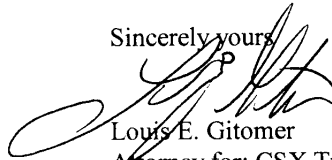
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Line under 49 U.S.C. § 11101, all of the obligations will rest with Georgia Central. Although Georgia Central operates the Line under a lease, after the Transaction closes, Georgia Central will have acquired the Improvements and sole responsibility for operating the Line and CSXT will no longer be have a common carrier obligation with respect to the Line.

CSXT is filing this letter only to express its opinion that the proposed Transaction is subject to the Board's jurisdiction. CSXT does not believe that the Board needs to take any action other than processing the Notice of Exemption in the normal course of business.

Enclosed are the original and 10 copies of this letter. Please time and date stamp the additional copy of this letter and return it with our messenger. Thank you for your assistance. If you have any questions please call or email me.

Sincerely yours

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", is written over the typed name.

Louis E. Gitomer  
Attorney for: CSX Transportation, Inc.

cc: Mr. Kolesar